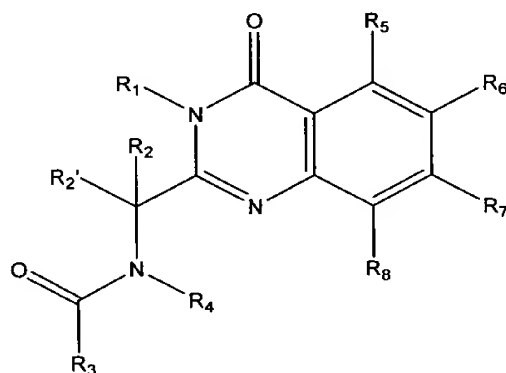


**In the Claims:**

This listing of claims will replace all prior versions, and listings, of claims in the application:

1. (Previously Amended) A method of treating cellular proliferative diseases comprising administering a compound chosen from the group consisting of:



wherein:

R<sub>1</sub> is chosen from hydrogen, alkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, and substituted alkylheteroaryl;

R<sub>2</sub> and R<sub>2</sub>' are independently chosen from hydrogen, alkyl, oxaalkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, and substituted alkylheteroaryl; or R<sub>2</sub> and R<sub>2</sub>' taken together form a 3- to 7-membered ring;

R<sub>3</sub> is chosen from hydrogen, alkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, substituted alkylheteroaryl, oxaalkyl, oxaalkylaryl, substituted oxaalkylaryl, R<sub>15</sub>O- and R<sub>15</sub>-NH-;

R<sub>4</sub> is chosen from alkyl, aryl, alkylaryl, alkylheteroaryl, substituted alkyl, and substituted aryl;

R<sub>5</sub>, R<sub>6</sub>, R<sub>7</sub> and R<sub>8</sub> are independently chosen from hydrogen, alkyl, alkoxy, halogen, fluoroalkyl, nitro, dialkylamino, alkylsulfonyl, alkylsulfonamido, sulfonamidoalkyl, sulfonamidoaryl, alkylthio, carboxyalkyl, carboxamido, aminocarbonyl, aryl and heteroaryl; and

R<sub>15</sub> is chosen from alkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, and substituted alkylheteroaryl; or a pharmaceutically acceptable salt of any of the foregoing compounds.

2. (Cancelled)

3. (Cancelled)

4. (Previously amended) A method according to claim 1 wherein

R<sub>1</sub> is chosen from hydrogen, alkyl, aryl, substituted alkyl, substituted aryl, heteroaryl, substituted heteroaryl, alkylaryl, substituted alkylaryl and substituted alkylheteroaryl;

R<sub>2</sub> is chosen from hydrogen, alkyl and substituted alkyl;

C1 R<sub>2</sub>' is hydrogen;

R<sub>3</sub> is chosen from alkyl, substituted alkyl, alkylaryl, heteroaryl, aryl, substituted aryl, substituted heteroaryl, substituted oxaalkylaryl R<sub>15</sub>O- and R<sub>15</sub>-NH-;

R<sub>4</sub> is chosen from alkyl, aryl, alkylaryl, alkylheteroaryl, substituted alkyl, and substituted aryl;

R<sub>5</sub> is hydrogen;

R<sub>6</sub>, R<sub>7</sub> and R<sub>8</sub> are independently chosen from hydrogen, halogen, methyl and trifluoromethyl; and

R<sub>15</sub> is chosen from alkyl, aryl and substituted aryl.

5. (Cancelled)

6. (Cancelled)

7. (Previously Amended) A method according to claim 4 wherein R<sub>1</sub> is chosen from hydrogen, lower alkyl, substituted lower alkyl, benzyl, substituted benzyl, phenyl, naphthyl and substituted phenyl.

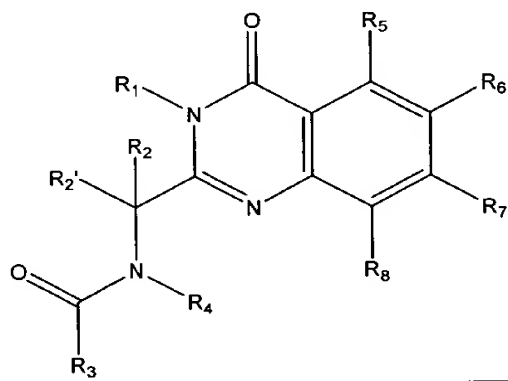
8. - (Original) A method according to claim 7 wherein R<sub>1</sub> is chosen from hydrogen, ethyl, propyl, methoxyethyl, naphthyl, phenyl, bromophenyl, chlorophenyl, methoxyphenyl, ethoxyphenyl, tolyl, dimethylphenyl, chlorofluorophenyl, methylchlorophenyl, ethylphenyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, tetrahydrofuranylmethyl and (ethoxycarbonyl)ethyl.

9. (Previously Amended) A method according to claim 4 wherein R<sub>2</sub> is chosen from hydrogen, lower alkyl and substituted lower alkyl, and R<sub>2</sub>' is hydrogen.

10. (Original) A method according to claim 9 wherein R<sub>2</sub> is chosen from hydrogen, methyl, ethyl, propyl, methylthioethyl, aminobutyl, (CBZ)aminobutyl, cyclohexylmethyl, benzyloxymethyl, methylsulfinylethyl, methylsulfinylmethyl, hydroxymethyl, benzyl and indolylmethyl.

11. (Previously Amended) A method according to claim 4 wherein R<sub>3</sub> is chosen from C<sub>1</sub>-C<sub>13</sub> alkyl; substituted lower alkyl; phenyl; naphthyl; phenyl substituted with one or more halo, lower alkyl, loweralkoxy, nitro, carboxy, methylenedioxy or trifluoromethyl; biphenyl; benzyl; phenoxyethyl; halophenoxyethyl; phenylvinyl; heteroaryl; heteroaryl substituted with lower alkyl; and benzyloxymethyl.

12. (Currently Amended) A method of treating cellular proliferative diseases comprising administering a compound:



R<sub>1</sub> is chosen from hydrogen, alkyl, aryl, substituted alkyl, substituted aryl, heteroaryl, substituted heteroaryl, alkylaryl, substituted alkylaryl and substituted alkylheteroaryl;

R<sub>2</sub> is chosen from hydrogen, alkyl and substituted alkyl;

R<sub>2</sub>' is hydrogen;

~~A method according to claim 11 wherein~~

R<sub>3</sub> is chosen from ethyl, propyl, chloropropyl, butoxy, heptyl, butyl, octyl, tridecanyl, (ethoxycarbonyl)ethyl, dimethylaminoethyl, dimethylaminomethyl, phenyl, naphthyl,

halophenyl, dihalophenyl, cyanophenyl, halo(trifluoromethyl)phenyl, chlorophenoxymethyl, methoxyphenyl, carboxyphenyl, ethylphenyl, tolyl, biphenyl, methylenedioxyphenyl, methylsulfonylphenyl, methoxychlorophenyl, chloronaphthyl, methylhalophenyl, trifluoromethylphenyl, butylphenyl, pentylphenyl, methylnitrophenyl, phenoxymethyl, dimethoxyphenyl, phenylvinyl, nitrochlorophenyl, nitrophenyl, dinitrophenyl, bis(trifluoromethyl)phenyl, benzyloxymethyl, benzyl, furanyl, benzofuranyl, pyridinyl, indolyl, methylpyridinyl, quinolinyl, picolinyl, pyrazolyl, and imidazolyl;

**R<sub>4</sub> is chosen from alkyl, aryl, alkylaryl, alkylheteroaryl, substituted alkyl, and substituted aryl;**

**R<sub>5</sub> is hydrogen; and**

**R<sub>6</sub>, R<sub>7</sub> and R<sub>8</sub> are independently chosen from hydrogen, halogen, methyl and trifluoromethyl;**

**or a pharmaceutically acceptable salt of any of the foregoing compounds.**

13. (Previously Amended) A method according to claim 4 wherein R<sub>3</sub> is R<sub>15</sub>-NH- and R<sub>15</sub> is chosen from lower alkyl; cyclohexyl; phenyl; and phenyl substituted with halo, lower alkyl, loweralkoxy, or lower alkylthio.

14. (Currently Amended) A method according to claim ~~13~~ **4** wherein R<sub>15</sub> is chosen from isopropyl, butyl, cyclohexyl, phenyl, bromophenyl, dichlorophenyl, methoxyphenyl, ethylphenyl, tolyl, trifluoromethylphenyl and methylthiophenyl.

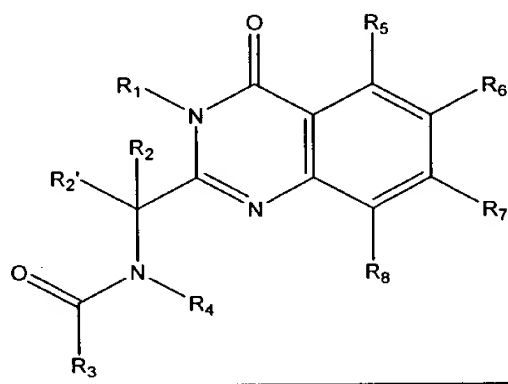
15. (Previously Amended) A method according to claim 4 wherein R<sub>4</sub> is chosen from lower alkyl, substituted lower alkyl, cyclohexyl; phenyl substituted with hydroxy, lower alkoxy or lower alkyl; benzyl; heteroarylmethyl; heteroarylethyl; and heteroarylpropyl.

16. (Currently Amended) A method according to claim ~~4~~ **15** wherein R<sub>4</sub> is chosen from methyl, ethyl, propyl, butyl, cyclohexyl, carboxyethyl, carboxymethyl, methoxyethyl, hydroxyethyl, hydroxypropyl, dimethylaminoethyl, dimethylaminopropyl, diethylaminoethyl, diethylaminopropyl, aminopropyl, methylaminopropyl, 2,2-dimethyl-3-(dimethylamino)propyl, 1-cyclohexyl-4-(diethylamino)butyl, aminoethyl, aminobutyl, aminopentyl, aminohexyl, aminoethoxyethyl, isopropylaminopropyl, diisopropylaminoethyl, 1-methyl-4-(diethylamino)butyl, (t-Boc)aminopropyl, hydroxyphenyl, benzyl, methoxyphenyl,

methoxymethoxyphenyl, dimethylphenyl, tolyl, ethylphenyl, (oxopyrrolidinyl)propyl, (methoxycarbonyl)ethyl, benzylpiperidinyl, pyridinylethyl, pyridinylmethyl, morpholinylethyl, morpholinylpropyl, piperidinyl, azetidylmethyl, azetidylpropyl, pyrrolidinylethyl, pyrrolidinylpropyl, piperidinylmethyl, piperidinylethyl, imidazolylpropyl, imidazolylethyl, (ethylpyrrolidinyl)methyl, (methylpyrrolidinyl)ethyl, (methylpiperidinyl)propyl, (methylpiperazinyl)propyl, furanylmethyl and indolylethyl.

17. (Currently Amended) ~~A method according to claim 4~~

**A method of treating cellular proliferative diseases comprising administering a compound:**



wherein

R<sub>1</sub> is chosen from lower alkyl, benzyl, substituted benzyl and substituted phenyl;

R<sub>2</sub> is chosen from hydrogen, alkyl, substituted lower alkyl and benzyl;

R<sub>2</sub>' is hydrogen;

R<sub>3</sub> is chosen from substituted phenyl and naphthyl;

R<sub>4</sub> is substituted alkyl;

R<sub>5</sub> is hydrogen or halo

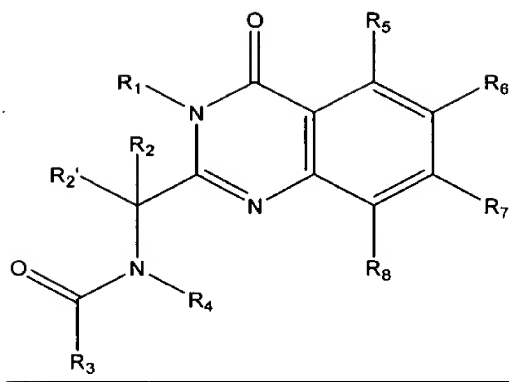
R<sub>6</sub> is hydrogen, methyl or halo;

R<sub>7</sub> is hydrogen, halo, methyl or trifluoromethyl; and

R<sub>8</sub> is hydrogen or halo;

**or a pharmaceutically acceptable salt of any of the foregoing compounds.**

18. (Currently Amended) **A method of treating cellular proliferative diseases comprising administering a compound having the structure of:**



~~A method according to claim 1~~ wherein

R<sub>1</sub> is benzyl or halobenzyl;

R<sub>2</sub> is chosen from ethyl and propyl;

R<sub>2</sub>' is hydrogen;

R<sub>3</sub> is substituted phenyl;

R<sub>4</sub> is (CH<sub>2</sub>)<sub>m</sub> OH or (CH<sub>2</sub>)<sub>p</sub> R<sub>16</sub> wherein m is 2 or 3 and p is 1-3;

R<sub>5</sub> is hydrogen;

R<sub>6</sub> is hydrogen;

R<sub>7</sub> is halo;

R<sub>8</sub> is hydrogen;

R<sub>16</sub> is chosen from amino, propylamino, and azetidiny;

**or a pharmaceutically acceptable salt of any of the foregoing compounds.**

19. (Original) A method according to claim 18 wherein the stereogenic center to which R<sub>2</sub> and R<sub>2</sub>' are attached is of the R configuration.

20-29. (Cancelled)

30. (Currently Amended) A method according to claim 1, ~~or 2~~ wherein said disease or disorder is chosen from the group consisting of cancer, hyperplasia, restenosis, cardiac hypertrophy, immune disorders and inflammation.

31-59. (Cancelled)

60. (Withdrawn)

61. (Withdrawn)

62. (Withdrawn)

63. (Previously Added) The method of claim 1, wherein:

R<sub>1</sub> is benzyl or halobenzyl;

R<sub>2</sub> is ethyl or propyl;

R<sub>2</sub>' is hydrogen;

R<sub>3</sub> is substituted phenyl;

R<sub>4</sub> is  $-(CH_2)_mOH$  or  $-(CH_2)_pR_{16}$  wherein m is two or three and p is one to three;

R<sub>5</sub> is hydrogen;

R<sub>6</sub> is hydrogen;

R<sub>7</sub> is halo;

R<sub>8</sub> is hydrogen; and

R<sub>16</sub> is chosen from amino, propylamino, and azetidiny;

or a pharmaceutically acceptable salt thereof.

64. (Previously Added) The method of claim 1, wherein wherein R<sub>3</sub> is phenyl substituted with one or more halo, lower alkyl, loweralkoxy, nitro, carboxy, methylenedioxy, or trifluoromethyl.

65. (Previously Added) The method of claim 1, wherein

R<sub>1</sub> is benzyl;

R<sub>2</sub> is isopropyl;

R<sub>2</sub>' is hydrogen;

R<sub>3</sub> is p-tolyl;

R<sub>4</sub> is 3-aminopropyl;

R<sub>5</sub> is hydrogen;

R<sub>6</sub> is hydrogen;

R<sub>7</sub> is chloro; and

R<sub>8</sub> is hydrogen.

66. (Previously Added) The method of claim 1, wherein said salt is a mesylate.

67. (Previously Added) The method of claim 1, wherein

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-tolyl; R<sub>4</sub> is 3-(isopropylamino)propyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is p-chlorobenzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-bromophenyl; R<sub>4</sub> is 2-(dimethylamino)ethyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-tolyl; R<sub>4</sub> is 3-(dimethylamino)propyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-tolyl; R<sub>4</sub> is 3-aminopropyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is m-methoxybenzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-tolyl; R<sub>4</sub> is 3-aminopropyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-bromophenyl; R<sub>4</sub> is 3-aminopropyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

C<sup>1</sup> R<sub>1</sub> is benzyl; R<sub>2</sub> is isopropyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-tolyl; R<sub>4</sub> is 3-aminopropyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-tolyl; R<sub>4</sub> is azetidin-3-ylmethyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-tolyl; R<sub>4</sub> is 2-aminoethyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-bromophenyl; R<sub>4</sub> is 2-aminoethyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-tolyl; R<sub>4</sub> is 3-aminopropyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-tolyl; R<sub>4</sub> is 2-(methylamino)ethyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-bromophenyl; R<sub>4</sub> is 3-(methylamino)propyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-bromophenyl; R<sub>4</sub> is 2-(methylamino)ethyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-tolyl; R<sub>4</sub> is azetidin-2-ylmethyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-bromophenyl; R<sub>4</sub> is 3-aminopropyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;



R<sub>1</sub> is benzyl; R<sub>2</sub> is methylsulfinylmethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-tolyl; R<sub>4</sub> is 3-aminopropyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-tolyl; R<sub>4</sub> is piperidin-3-ylmethyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-tolyl; R<sub>4</sub> is 3-aminopropyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is fluoro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-bromophenyl; R<sub>4</sub> is 2-(dimethylamino)ethyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-tolyl; R<sub>4</sub> is 2-aminoethyl; R<sub>5</sub>, R<sub>6</sub>, R<sub>7</sub> and R<sub>8</sub> are hydrogen;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-tolyl; R<sub>4</sub> is piperidin-2-yl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-bromophenyl; R<sub>4</sub> is 4-aminobutyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

C I R<sub>1</sub> is m-chlorobenzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-bromophenyl; R<sub>4</sub> is 2-(dimethylamino)ethyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-bromophenyl; R<sub>4</sub> is 2-(dimethylamino)ethyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-tolyl; R<sub>4</sub> is 2-(piperidin-1-yl)ethyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-tolyl; R<sub>4</sub> is 2-(imidazol-3-yl)ethyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-tolyl; R<sub>4</sub> is pyrrolidin-3-ylmethyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-bromophenyl; R<sub>4</sub> is 2-(diethylamino)ethyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-tolyl; R<sub>4</sub> is 2-(dimethylamino)ethyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-chlorophenyl; R<sub>4</sub> is 2-(dimethylamino)ethyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-tolyl; R<sub>4</sub> is 4-aminobutyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-tolyl; R<sub>4</sub> is pyrrolidin-2-ylmethyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-tolyl; R<sub>4</sub> is 3-(azetidin-1-yl)propyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-tolyl; R<sub>4</sub> is 2-(pyrrolidin-1-yl)ethyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-tolyl; R<sub>4</sub> is 3-(pyrrolidin-1-yl)propyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-bromophenyl; R<sub>4</sub> is 3-(dimethylamino)propyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is propyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-bromophenyl; R<sub>4</sub> is 2-(dimethylamino)ethyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-bromophenyl; R<sub>4</sub> is 2-(pyrrolidin-1-yl)ethyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-bromophenyl; R<sub>4</sub> is 3-(pyrrolidin-1-yl)propyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-tolyl; R<sub>4</sub> is piperidin-4-ylmethyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is methylsulfinylethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-tolyl; R<sub>4</sub> is 3-aminopropyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-tolyl; R<sub>4</sub> is 3-(piperidin-1-yl)propyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is benzyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-tolyl; R<sub>4</sub> is 3-aminopropyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-bromophenyl; R<sub>4</sub> is (N-ethylpyrrolidin-2-yl)methyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-tolyl; R<sub>4</sub> is 3-piperidinyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-tolyl; R<sub>4</sub> is 4-piperidinyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is p-chlorobenzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-bromophenyl; R<sub>4</sub> is 2-(dimethylamino)ethyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-bromophenyl; R<sub>4</sub> is 2,2-dimethyl-3-(dimethylamino)propyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-bromophenyl; R<sub>4</sub> is 5-aminopentyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-tolyl; R<sub>4</sub> is 3-(dimethylamino)propyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is fluoro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-bromophenyl; R<sub>4</sub> is 3-(2-methylpiperidin-1-yl)propyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-tolyl; R<sub>4</sub> is 2-(dimethylamino)ethyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is fluoro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-bromophenyl; R<sub>4</sub> is 2-(N-methylpyrrolidin-2-yl)ethyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-trifluoromethylphenyl; R<sub>4</sub> is 3-(dimethylamino)propyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-bromophenyl; R<sub>4</sub> is 3-(diethylamino)propyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-bromophenyl; R<sub>4</sub> is 3-(N-methylpiperazin-1-yl)propyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is 4-(CBZ)aminobutyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-tolyl; R<sub>4</sub> is 3-aminopropyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

C1 R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-bromophenyl; R<sub>4</sub> is aminoethoxyethyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is 2-naphthyl; R<sub>4</sub> is 2-(dimethylamino)ethyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro

R<sub>1</sub> is benzyl; R<sub>2</sub> is cyclohexylmethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-tolyl; R<sub>4</sub> is 3-aminopropyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-bromophenyl; R<sub>4</sub> is 2-(piperidin-1-yl)ethyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-tolyl; R<sub>4</sub> is 3-hydroxypropyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-fluorophenyl; R<sub>4</sub> is 2-(dimethylamino)ethyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-bromophenyl; R<sub>4</sub> is 6-aminoethyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-tolyl; R<sub>4</sub> is 2-(dimethylamino)ethyl; R<sub>5</sub>, R<sub>7</sub>, and R<sub>8</sub> are hydrogen; and R<sub>6</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-bromophenyl; R<sub>4</sub> is 2-(dimethylamino)ethyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is fluoro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is methyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-bromophenyl; R<sub>4</sub> is 2-aminoethyl; R<sub>5</sub>, R<sub>6</sub>, R<sub>7</sub> and R<sub>8</sub> are hydrogen;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-tolyl; R<sub>4</sub> is 2-(dimethylamino)ethyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>7</sub> are hydrogen; and R<sub>8</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-bromophenyl; R<sub>4</sub> is 2-(dimethylamino)ethyl; R<sub>6</sub>, R<sub>7</sub>, and R<sub>8</sub> are hydrogen; and R<sub>5</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is aminobutyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-tolyl; R<sub>4</sub> is 3-aminopropyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-tolyl; R<sub>4</sub> is 2-(dimethylamino)ethyl; R<sub>5</sub> and R<sub>8</sub> are hydrogen; and R<sub>6</sub> and R<sub>7</sub> are fluoro;

R<sub>1</sub> is m-tolyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-bromophenyl; R<sub>4</sub> is 2-(dimethylamino)ethyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro;

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-bromophenyl; R<sub>4</sub> is 2-(dimethylamino)ethyl; R<sub>5</sub> and R<sub>8</sub> are hydrogen; and R<sub>6</sub> and R<sub>7</sub> are fluoro; or

R<sub>1</sub> is benzyl; R<sub>2</sub> is ethyl; R<sub>2</sub>' is hydrogen; R<sub>3</sub> is p-bromophenyl; R<sub>4</sub> is 2-carboxyethyl; R<sub>5</sub>, R<sub>6</sub>, and R<sub>8</sub> are hydrogen; and R<sub>7</sub> is chloro,

or a pharmaceutically acceptable salt of any of the foregoing compounds.

68. (New) A method according to claim 1 wherein the stereogenic center to which R<sub>2</sub> and R<sub>2</sub>' are attached is of the R configuration.

69. (New) A method according to claim 12 wherein the stereogenic center to which R<sub>2</sub> and R<sub>2</sub>' are attached is of the R configuration.

70. (New) A method according to claim 17 wherein the stereogenic center to which R<sub>2</sub> and R<sub>2</sub>' are attached is of the R configuration.

71. (New) A method according to claim 12 wherein said disease or disorder is chosen from the group consisting of cancer, hyperplasia, restenosis, cardiac hypertrophy, immune disorders and inflammation.

72. (New) A method according to claim 17 wherein said disease or disorder is chosen from the group consisting of cancer, hyperplasia, restenosis, cardiac hypertrophy, immune disorders and inflammation.

73. (New) A method according to claim 18 wherein said disease or disorder is chosen from the group consisting of cancer, hyperplasia, restenosis, cardiac hypertrophy, immune disorders and inflammation.

74. (New) The method of claim 17, wherein:

R<sub>1</sub> is benzyl or halobenzyl;

R<sub>2</sub> is ethyl or propyl;

R<sub>2</sub>' is hydrogen;

R<sub>3</sub> is substituted phenyl;

R<sub>4</sub> is  $-(CH_2)_mOH$  or  $-(CH_2)_pR_{16}$  wherein m is two or three and p is one to three;

R<sub>5</sub> is hydrogen;

R<sub>6</sub> is hydrogen;

R<sub>7</sub> is halo;

R<sub>8</sub> is hydrogen; and

R<sub>16</sub> is chosen from amino, propylamino, and azetidiny;

or a pharmaceutically acceptable salt thereof.

C<sup>1</sup>  
75. (New) The method of claim 17, wherein wherein R<sub>3</sub> is phenyl substituted with one or more halo, lower alkyl, loweralkoxy, nitro, carboxy, methylenedioxy, or trifluoromethyl.

76. (New) The method of claim 18, wherein wherein R<sub>3</sub> is phenyl substituted with one or more halo, lower alkyl, loweralkoxy, nitro, carboxy, methylenedioxy, or trifluoromethyl.

77. (New) The method of claim 12, wherein

R<sub>1</sub> is benzyl;

R<sub>2</sub> is isopropyl;

R<sub>2</sub>' is hydrogen;

R<sub>3</sub> is p-tolyl;

R<sub>4</sub> is 3-aminopropyl;

R<sub>5</sub> is hydrogen;

R<sub>6</sub> is hydrogen;

R<sub>7</sub> is chloro; and

R<sub>8</sub> is hydrogen.

78. (New) The method of claim 17, wherein

R<sub>1</sub> is benzyl;

R<sub>2</sub> is isopropyl;

R<sub>2</sub>' is hydrogen;

R<sub>3</sub> is p-tolyl;

R<sub>4</sub> is 3-aminopropyl;

R<sub>5</sub> is hydrogen;

R<sub>6</sub> is hydrogen;

R<sub>7</sub> is chloro; and

R<sub>8</sub> is hydrogen.

79. (New) The method of claim 18, wherein

R<sub>1</sub> is benzyl;

R<sub>2</sub> is isopropyl;

R<sub>2</sub>' is hydrogen;

R<sub>3</sub> is p-tolyl;

R<sub>4</sub> is 3-aminopropyl;

R<sub>5</sub> is hydrogen;

R<sub>6</sub> is hydrogen;

R<sub>7</sub> is chloro; and

R<sub>8</sub> is hydrogen.

80. (New) The method of claim 12, wherein said salt is a mesylate.

81. (New) The method of claim 17, wherein said salt is a mesylate.

82. (New) The method of claim 18, wherein said salt is a mesylate.

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